

**BYLAWS FOR THE ORANGE COUNTY CHAPTER
AMERICAN SOCIETY OF WOMEN ACCOUNTANTS
As amended January 2011**

**ARTICLE I
NAME**

The name of this organization shall be the Orange County Chapter, Number 73, of the American Society of Women Accountants, hereinafter referred to as “the Chapter”.

**ARTICLE II
MISSION**

The mission of this Chapter shall be to enable women in all accounting and related fields to achieve their full personal, professional and economic potential and to contribute to the future development of their profession.

**ARTICLE III
MEMBERS**

Section 1. There shall be five classes of membership: regular, associate, affiliate, retired, and honorary.

- A. Regular
 - 1. Qualifications:
 - a. Actively engaged in accounting for two or more years, or
 - b. Hold a valid CPA certificate, its equivalent, or other accounting or financial certifications with similar education or experience requirements as determined by the Board of Directors, or
 - c. Hold a bachelor’s degree with a major in accounting or its equivalent.
 - 2. Shall have full rights of membership.
- B. Associate
 - 1. Qualifications:
 - a. Regularly enrolled students in post-secondary educational institutions, majoring in accounting or a related field, or
 - b. Actively engaged in accounting with less than two years experience.
 - 2. Shall vote and may hold elective office at the chapter level only.
- C. Affiliate
 - 1. Qualifications:
 - a. Not actively engaged in accounting, and
 - b. Have a substantial interest in accounting.
 - 2. Shall vote and may hold elective office at the chapter level only.
- D. Retired
 - 1. Qualifications:
 - a. Age sixty-five or older and a regular or associate member for the shorter of five consecutive years or the life of the Chapter, or
 - b. Retired from all gainful employment due to disability, or
 - c. Age fifty-five or older and retired from all gainful employment and a regular or associate member for the shorter of ten consecutive years or the life of the Chapter.
 - 2. Shall retain the rights previously held as regular or associate members.
- E. Honorary
 - 1. Qualifications:

- a. Outstanding women whose professional achievements exemplify the standards encouraged by the mission statement of the Chapter, and
 - b. Approved by a two-thirds vote at a Chapter meeting.
- 2. Honorary members who were members upon election to honorary membership shall retain their former rights and privileges in the Chapter.
- 3. The Chapter assumes the liability for National dues of all members it elects to honorary membership in the Chapter.

Section 2. Application for membership shall be signed by a member of the Chapter. Application for membership and reclassification shall be approved by the chapter board of directors, where applicable, and the national board of directors. Any application not approved by the chapter board of directors shall be sent to the headquarters office with explanation of reasons for disapproval. The application will be reviewed based on criteria for membership in the bylaw. The national board shall have the final decision in approval of the application.

Section 3. The board of directors shall establish the dues for all classes of membership limited to one increase annually for no greater than 10% of the current dues. Honorary members shall pay no dues. The board may authorize dues credits, reinstatement fees and initiation fees. By January 31, members will be notified of dues structure, credits, and fees in effect for the following administrative year. Dues are payable in advance on or before July 1 of each years.

Section 4. All members shall be either a member of a chapter or a member-at-large.

Section 5. Termination of membership:

- A. Any member who fails to pay dues or fees within sixty days of invoice date shall be automatically dropped from membership
- B. Membership in the Chapter shall be terminated by a two-thirds vote of the National Board of Directors under the conditions and procedures prescribed in the Society's parliamentary authority.
- C. If a member is terminated by the National Board of Directors, they are automatically terminated from the Chapter.

ARTICLE IV OFFICERS

Section 1. The officers of the Chapter shall be a president, a president-elect, one to three vice presidents, a secretary, a treasurer, the immediate past president, and three directors. The number of vice presidents and directors shall be determined by the Board of Directors and reported to the Nominating Committee prior to the annual meeting. These officers shall perform the duties prescribed by these bylaws, the standing rules, and parliamentary authority adopted by the Chapter.

Section 2. The Nominating Committee shall consist of three members, the immediate past president and two regular members elected by the Board of Directors no later than the February meeting of the year.

- A. Chair of this committee shall be the immediate past president.
- B. A vacancy on the committee shall be filled by the Board of Directors.

Section 3. This committee shall report their nominations for officers and directors to the membership no later than 30 days prior to the election. Additional nominations may be made from the floor, provided that consent of the member has been obtained.

- A. Annual election of officers and directors shall be held no later than the regular May meeting of the Chapter.
- B. The officers and directors shall be elected by ballot. If there is only one candidate for each office and director, the president shall declare the slate elected. If more than one candidate is nominated for any office, then election requires a majority vote of voting members present at a duly constituted meeting.
- C. Newly elected officers and directors shall take office at the beginning of the administrative year.

Section 4. To serve as president, the member must have previously served on the Board of Directors.

Section 5. Officers shall hold office for one year or until their successors are elected. The officers' term of office shall begin at the beginning of the Chapter's fiscal year, July 1.

Section 6. A vacancy in the office of the president shall be filled by the president-elect. If a vacancy occurs in both the office of the president and the president-elect, the office of the president shall be filled by the Board of Directors. A vacancy in all other offices shall be filled by appointment of the President with the approval of the Board of Directors.

Section 7. No officer shall be eligible to serve more than two consecutive terms in the same office. An officer having served two consecutive terms may serve again in the same office after the expiration of two (2) years.

Section 8. An officer or director may be removed from office by a two-thirds vote of the Board of Directors under the conditions and procedures in the Society's parliamentary authority.

Section 9. The Chapter shall indemnify its officers to the fullest extent permitted.

Section 10. Any member of the Board of Directors who, during a term of office, has three unexcused absences, as determined by the Board of Directors, shall automatically be removed from office. The election of any member who fails to perform the duties of office or is found guilty of misconduct may be rescinded as provided in Robert's Rules of Order Newly Revised.

ARTICLE V MEETINGS

Section 1. The Chapter shall hold at least six regular monthly meetings each year at a time and place fixed by the Board of Directors.

Section 2. The regular meeting in June shall be known as the annual meeting and shall be for the purpose of receiving reports of officers and committees, installation of officers, and any other business that may arise.

Section 3. Special meetings may be called by the president or a majority of the Board of Directors.

Section 4. A quorum shall consist of 20% of the members of the Chapter.

ARTICLE VI REPRESENTATION AND VOTING

Section 1. The Chapter shall be represented at meetings of the American Society of Women Accountants as provided for in the National Bylaws.

Section 2. Credentials of delegates, alternates, proxies and proxy alternates shall be signed as provided in the National Standing Rules.

Section 3. Delegates and alternates to the National annual meeting and special meeting for the ensuing administrative year shall be elected by a majority vote of the members present at a regular meeting at a minimum of two months prior to the National annual meeting or at any other regular or special meeting of the membership providing notice of such election is sent with the notice of the meeting.

ARTICLE VII BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the officers of the chapter, the immediate past president and three directors. A majority of the Board of Directors shall constitute a quorum.

Section 2. The Board of Directors shall have general supervision of the affairs of the Chapter between its business meetings and shall perform the duties as described by these bylaws and the standing rules. The Board shall be subject to the orders of the Chapter, and none of its acts shall conflict with action taken by the Chapter.

Section 3. Meetings:

- A. The president, with approval of the Board of Directors, shall designate the time and place of the regular meetings.
- B. Special meetings may be called by the president and shall be called at the request of a majority of members of the Board.
- C. A majority of members of the Board shall constitute a quorum.
- D. Business of the Board may be conducted by mail or electronic communication and vote.

ARTICLE VIII COMMITTEES

Section 1. The Executive Committee shall be composed of the president, president-elect, recording secretary and treasurer.

- A. The Executive Committee shall have general supervision of the affairs of the Chapter between meetings of the Board of Directors. The Executive Committee shall be subject to the orders of the Chapter and the Board, and none of its acts shall conflict with the actions taken by the Chapter or the Board.
- B. Special meetings may be called by the president and shall be called at the request of a majority of the Executive Committee.

Section 2. The Finance Committee shall be composed of the current President Elect, current Treasurer, slated President elect and slated Treasurer, with the current treasurer serving as chair. The purposes of the committee are: 1) to prepare a budget for board approval 2) file a Form 990, if it is required by the IRS, and submit a copy of Form 990 and audited, reviewed or compiled financial statements to National headquarters, and 3) prepare an annual financial report for the fiscal year for distribution to members on or before September 1st of the next fiscal year.

Section 3. Committees may be appointed by the president, with the approval of the Board of Directors, whenever deemed necessary to the welfare and development of the Chapter. The president shall be ex officio a member of all committees except the Nominating Committee. The president, with approval of the Board, shall fill any vacancies.

Section 4. Additional standing committees are listed in the chapter standing rules.

ARTICLE IX PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Chapter in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Chapter may adopt.

ARTICLE X AMENDMENT OF BYLAWS

Section 1. These bylaws may be amended at any meeting by a two-thirds vote of members, both present and represented by proxy, provided notice of the proposed amendment has been provided to each member in writing at least thirty days prior to the meeting.

Section 2. All amendments adopted by this Chapter shall be submitted to the National Bylaws Chair for approval before becoming effective.

Section 3. When amendments to the National Bylaws shall have an effect on this Chapter's Bylaws, such amendments shall become automatically effective for the Chapter. Notice in writing shall be sent to the membership.

ARTICLE XI INACTIVE STATUS

Section 1: This chapter can become inactive under the National standing rules for inactive status chapters by a two-thirds vote of the existing board of directors.

Section 2: Within thirty days from the date this Chapter has voted to become inactive by the board of directors, it shall complete and send the Inactive Chapter Status Election form to National headquarters, and follow the procedure set out therein for inactive status chapters.

ARTICLE XII DISSOLUTION

Section 1. This Chapter can be dissolved or go inactive by a two-thirds vote of the members present and voting at a membership meeting, provided that notice of such vote has been submitted to each Chapter member in writing at least thirty days in advance.

Section 2. Within thirty days from the date this Chapter is declared inactive by its Board of Directors, it shall surrender its charter and all books and records to the Headquarters office.

Section 3. In the event of dissolution of the Chapter, any remaining funds will go to a nonprofit organization that is exempt under Section 501 (c) (3) of the Internal Revenue Code as follows:

- A. The ASWA Educational Foundation, if it exists, or
- B. A nonprofit organization working for the benefit of women in the accounting and finance profession to be chosen by the trustees of the dissolution.